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This circular is for information purposes only and does not constitute an invitation or offer to acquire or subscribe for securities.

If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asian Capital Resources (Holdings) Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

PROPOSED ISSUE OF NEW SHARES AND GRANT OF OPTIONS UNDER A SPECIFIC MANDATE

A notice convening an extraordinary general meeting of Asian Capital Resources (Holdings) Limited to be held at Suite 1101, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Hong Kong on Thursday, 4 October 2007 at 2:30 p.m. is set out on pages 25 to 27 of this circular. A form of proxy for the extraordinary general meeting is enclosed herewith. Whether or not you are able to attend the said meeting in person, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the said meeting or at any adjourned meeting. Completion and return of the proxy forms will not preclude you from attending and voting in person at the said meeting or any adjourned meeting should you so wish.

This circular, for which the directors of Asian Capital Resources (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Asian Capital Resources (Holdings) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the "Latest Company Announcements" page of the GEM website for at least seven days from the date of its publication and on the Company's website at www.airnet.com.hk

18 September 2007

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“Always Fast”	Always Fast International Limited, a company incorporated in Samoa, and beneficially owned by Color Boom Investments Limited;
“Asian Dynamics”	Asian Dynamics International Limited, a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated, Denwell Enterprises Limited, Glamour House Limited, Mr. Chan Chi Ming and Mr. Chau Tak Tin;
“Board”	the Board of Directors of the Company;
“Bonus Gain”	Bonus Gain Limited, a company incorporated in Samoa, and beneficially owned by Reach Chance Investments Limited;
“Company”	Asian Capital Resources (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company, to be convened to consider, and if thought fit, approve the Issue of New Shares and Grant of Options pursuant to the Subscription Agreements and Option Agreements respectively, to be held on 4 October 2007, notice of which is set out on pages 25 to 27 of this circular;
“Exercise Price”	HK\$0.275 per Option Share;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Grant of Options”	the grant to United Hill, Bonus Gain, and Always Fast 33,946,039, 48,663,704, and 15,230,330 Options respectively, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$0.275 per Option;
“Group”	the Company together with its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	the independent board committee, comprising Mr. Wu Jixue, Mr. Yang Zhenhong, Mr. Zhang Daorong, appointed to advise the Shareholders in respect of the Issue of New Shares and Grant of Options;
“Issue of New Shares”	the issue of 25,014,820, 35,860,262, and 11,223,231 Shares to United Hill, Bonus Gain and Always Fast respectively at the issue price of HK\$0.229 per Share;
“Latest Practicable Date”	18 September 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular;
“Option(s)”	means the right(s) granted under the Option Agreements to subscribe for Option Share(s);
“Option Agreements”	the Company entered into agreements with United Hill, Bonus Gain, and Always Fast whereby the Company agreed to grant to United Hill, Bonus Gain, and Always Fast 33,946,039, 48,663,704, and 15,230,330 Options respectively, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$0.275 per Option;
“Option Period”	the option period commencing on the date of the grant of the Options and ending on four years after the date of the grant of the Options;
“Option Share”	means the Share issued from the exercise of each Option;
“Option Shares”	means 97,840,073 Shares issued from the exercise of the Options;
“Shares”	shares of \$0.10 in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares of the Company;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Subscription Agreements”	the three agreements entered into between the Company and United Hill, Bonus Gain and Always Fast whereby the Company agreed to issue 25,014,820, 35,860,262, and 11,223,231 Shares to United Hill, Bonus Gain and Always Fast respectively at the issue price of HK\$0.229 per Share;
“Subscription Agreement(1)”	the Company entered into a subscription agreement with United Hill on 5 September 2007 after trading hours, for the issue of 25,014,820 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(1), representing approximately 3.91% of the issued share capital of the Company, to United Hill at the total consideration of HK\$5,728,394 (i.e. HK\$0.229 per share in the Company);
“Subscription Agreement(2)”	the Company entered into a subscription agreement with Bonus Gain on 5 September 2007 after trading hours, for the issue of 35,860,262 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(2), representing approximately 5.61% of the issued share capital of the Company, to Bonus Gain at the total consideration of HK\$8,212,000 (i.e. HK\$0.229 per share in the Company);
“Subscription Agreement(3)”	the Company entered into a subscription agreement with Always Fast on 5 September 2007 after trading hours, for the issue of 11,223,231 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(3), representing approximately 1.76% of the issued share capital of the Company, to Always Fast at the total consideration of HK\$2,570,120 (i.e. HK\$0.229 per share in the Company);
“Subscription Shares(1)”	25,014,820 ordinary shares in the Company at the nominal value of HK\$0.10 per share;
“Subscription Shares(2)”	35,860,262 ordinary shares in the Company at the nominal value of HK\$0.10 per share;
“Subscription Shares(3)”	11,223,231 ordinary shares in the Company at the nominal value of HK\$0.10 per share;
“United Hill”	United Hill Investments Limited, a company incorporated in Samoa, and beneficially owned by Beauty Good Limited;
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

Executive Directors:

Mr. Xie Xuan (*Chairman*)

Mr. Yang Qiulan

Non-Executive Director:

Mr. Lo Mun Lam Raymond (*Vice-Chairman*)

Independent Non-Executive Directors:

Mr. Wu Jixue

Mr. Yang Zhenhong

Mr. Zhang Daorong

Head Office and Principal Place of Business:

Suite 1101, 11/F

Wing On Plaza

62 Mody Road

Tsim Sha Tsui East

Hong Kong

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

18 September 2007

To the Shareholders

Dear Sir or Madam,

PROPOSED ISSUE OF NEW SHARES AND GRANT OF OPTIONS UNDER A SPECIFIC MANDATE

INTRODUCTION

The Board announced on 11 September 2007 that the Company agreed to issue 25,014,820, 35,860,262, and 11,223,231 Shares to United Hill, Bonus Gain and Always Fast respectively at the issue price of HK\$0.229 per Share, subject to the conditions set out in this circular below.

The Board also announced on 11 September 2007 that the Company entered into agreements with United Hill, Bonus Gain, and Always Fast whereby the Company agreed to grant to United Hill, Bonus Gain, and Always Fast 33,946,039, 48,663,704, and 15,230,330 Options respectively, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$0.275 per Option, subject to the conditions set out in this circular below.

The purpose of this circular is to provide you with details of the proposed Issue of New Shares and Grant of Options, and to set out the notice convening the EGM at which ordinary resolutions will be proposed to approve these matters.

LETTER FROM THE BOARD

THE ISSUE OF NEW SHARES

THE SUBSCRIPTION — UNITED HILL

The Company has entered into a subscription agreement with United Hill on 5 September 2007 after trading hours, for the issue of 25,014,820 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(1), representing approximately 3.91% of the issued share capital of the Company, to United Hill at the total consideration of HK\$5,728,394 (i.e. HK\$0.229 per share in the Company). The issue price will be paid by way of releasing the Company from all debts and other liabilities due to United Hill for monies that are owed by the Company to United Hill amounting to HK\$5,728,394.

Issue Price

The issue price of HK\$0.229 per share represents (i) a discount of approximately 16.73% to the average closing price of HK\$0.275 per Share as quoted on the Stock Exchange for the preceding five days up to and including 5 September 2007, and (ii) a discount of approximately 19.65% to the closing price of HK\$0.285 per Share on the date of the Subscription Agreement(1), being 5 September 2007. The issue price was determined having regard to the closing price on the date of the Subscription Agreement(1). The closing price of HK\$0.285 was used as the reference price upon which the parties agreed the issue price of HK\$0.229.

Rights

The Subscription Shares(1), when issued and fully paid, will rank pari passu in all aspects with the existing Shares in issue, including the right to receive all dividends and distributions which may be declared, made or paid after the date of completion of the subscription.

Number of Subscription Shares

25,014,820 new Shares, representing 4.4% of the Shares in issue as at 5 September 2007, and approximately 3.91% of the issued share capital of the Company as enlarged by the Subscription Shares(1), Subscription Shares (2), and Subscription Shares (3). The issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares will be 737,175,491. The issue of 25,014,820 represents 3.39% of the issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares.

The issuance of the Subscription Shares(1) does not represent the full and final settlement of the loan amount due to United Hill. The outstanding amount of the loan, after the issuance of new Shares, will be HK\$1,115,628.77. The outstanding amount of the loan will be settled by way of two equal cash installments of HK\$557,814, which will be paid out of the working capital of the Company. The date of the first instalment payment shall be on or before 31 December 2007. Thereafter the remaining instalment payment shall be paid on or before 31 December 2008.

LETTER FROM THE BOARD

Issue of the new Shares

The issuance of the Subscription Shares(1) is subject to the approval of the Shareholders of the Company under a specific mandate to be obtained at the EGM. No parties will be required to abstain from voting for the Subscription Agreement(1). The issuance of the Subscription Shares(1) will be approved by the Shareholders by way of poll.

The Company has entered into the transaction as a means to capitalizing the loan that United Hill is owed by the Company, which will incur the benefits to the Company of being able to repay the outstanding loan to United Hill without drawing on the working capital of the Company. The Directors believe that the terms of the transaction are fair and reasonable and in the interests of the Shareholders as a whole.

Terms of the Loan

As of 5 September 2007 the Company owed a loan amounting to HK\$6,844,022.77 to United Hill. The loan has no fixed terms of repayment, and has been outstanding as from 5 September 2007, and is repayable upon demand. The Company received notification on 29 August 2007 that a loan previously owed by the Company to a director and an ex-director of the Company had been assigned on 29 August 2007 by the director and ex-director to United Hill for the consideration of HK\$400,000 and is now due and owing to United Hill. The part of the director's and ex-director's loans were assigned to United Hill because the director and ex-director were in need of additional monies for their private purposes, and the Company was unable to satisfy any part-payment of the loans for a cash consideration at this point in time, and does not wish to raise other funding requirements. Furthermore United Hill indicated that it was willing to accept the issue of new Shares in repayment of the assigned loans. The assignment of the loans to United Hill is without recourse. United Hill has now demanded partial repayment of the loan by way of the issuance of new Shares.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, the director and ex-director of the Company and United Hill, are third parties independent of and unconnected with each other.

Condition of the Subscription

The issuance of the Subscription Shares(1) is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Subscription Shares(1). Application will be made to the Stock Exchange for the listing of and permission to deal in the Subscription Shares(1).

The issuance of the Subscription Shares(1) is also conditional upon the approval of the Shareholders of the Company under a specific mandate to be passed at the EGM. The proposed resolution for the Shareholders approval is contained within the Notice to the EGM on page 25 of this circular.

LETTER FROM THE BOARD

Information about the Subscriber

The subscriber is United Hill. United Hill is a company incorporated in Samoa and beneficially owned by Beauty Good Limited. The principal activities of United Hill is that United Hill is an investments holdings company. United Hill is independent of and unconnected to the Company. The ultimate beneficial owner of United Hill is also independent and not a connected person as defined under the Listing Rules of the Growth Enterprise Market.

Immediately prior to the Subscription Agreement(1) United Hill held 0% shareholding interest in the Company, and immediately after the Subscription Agreements United Hill holds approximately 3.91% shareholding interest in the Company.

THE SUBSCRIPTION — BONUS GAIN

The Company has entered into a subscription agreement with Bonus Gain on 5 September 2007 after trading hours, for the issue of 35,860,262 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(2), representing approximately 5.61% of the issued share capital of the Company, to Bonus Gain at the total consideration of HK\$8,212,000 (i.e. HK\$0.229 per share in the Company). The issue price will be paid by way of releasing the Company from all debts and other liabilities due to Bonus Gain for monies that are owed by the Company to Bonus Gain amounting to HK\$8,212,000.

Issue Price

The issue price of HK\$0.229 per share represents (i) a discount of approximately 16.73% to the average closing price of HK\$0.275 per Share as quoted on the Stock Exchange for the preceding five days up to and including 5 September 2007, and (ii) a discount of approximately 19.65% to the closing price of HK\$0.285 per Share on the date of the Subscription Agreement(2), being 5 September 2007. The issue price was determined having regard to the closing price on the date of the Subscription Agreement(2). The closing price of HK\$0.285 was used as the reference price upon which the parties agreed the issue price of HK\$0.229.

Rights

The Subscription Shares(2), when issued and fully paid, will rank pari passu in all aspects with the existing Shares in issue, including the right to receive all dividends and distributions which may be declared, made or paid after the date of completion of the subscription.

Number of Subscription Shares

35,860,262 new Shares, representing 6.32% of the Shares in issue as at 5 September 2007, and approximately 5.61% of the issued share capital of the Company as enlarged by the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3). The issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares will be 737,175,491. The issue of 35,860,262 represents 4.86% of the issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares.

LETTER FROM THE BOARD

The issuance of the Subscription Shares(2) represents the full and final settlement of the loan amount due to Bonus Gain.

Issue of the new Shares

The issuance of the Subscription Shares(2) is subject to the approval of the Shareholders of the Company under a specific mandate to be obtained at the EGM. No parties will be required to abstain from voting for the Subscription Agreement(2). The issuance of the Subscription Shares(2) will be approved by the Shareholders by way of poll.

The Company has entered into the transaction as a means to capitalizing the loan that Bonus Gain is owed by the Company, which will incur the benefits to the Company of being able to repay the outstanding loan to Bonus Gain without drawing on the working capital of the Company. The Directors believe that the terms of the transaction are fair and reasonable and in the interests of the Shareholders as a whole.

Terms of the Loan

As of 5 September 2007 the Company owed a loan amounting to HK\$8,212,000 to Bonus Gain. The loan has no fixed terms of repayment, and has been outstanding as from 5 September 2007, and is repayable upon demand. The Company received notification on 29 August 2007 that a loan previously owed by the Company to Asian Dynamics, the ultimate holding company of the Company, had been fully assigned on 29 August 2007 by Asian Dynamics for a consideration of HK\$400,000 to Bonus Gain and is now due and owing to Bonus Gain. The loan owed to the ultimate holding company was assigned to Bonus Gain because the ultimate holding company wished to reduce the facilities that had been advanced to the Company, and the Company was unable to satisfy any part-payment of the loans for a cash consideration at this point in time, and does not wish to raise other funding requirements. Furthermore Bonus Gain indicated that it was willing to accept the issue of new Shares in repayment of the assigned loans. The assignment of the loan to Bonus Gain is without recourse. Bonus Gain has now demanded full repayment of the loan by way of the issuance of new Shares.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, Asian Dynamics and Bonus Gain, are third parties independent of and unconnected with each other.

Condition of the Subscription

The issuance of the Subscription Shares(2) is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Subscription Shares(2). Application will be made to the Stock Exchange for the listing of and permission to deal in the Subscription Shares(2).

The issuance of the Subscription Shares(2) is also conditional upon the approval of the Shareholders of the Company under a specific mandate to be passed at the EGM. The proposed resolution for the Shareholders approval is contained within the Notice to the EGM on page 25 of this circular.

LETTER FROM THE BOARD

Information about the Subscriber

The subscriber is Bonus Gain. Bonus Gain is a company incorporated in Samoa and beneficially owned by Reach Chance Investments Limited. The principal activities of Bonus Gain is that Bonus Gain is an investments holdings company. Bonus Gain is independent of and unconnected to the Company. The ultimate beneficial owner of Bonus Gain is also independent and not a connected person as defined under the Listing Rules of the Growth Enterprise Market.

Immediately prior to the Subscription Agreement(2) Bonus Gain held 0% shareholding interest in the Company, and immediately after the Subscription Agreements Bonus Gain holds approximately 5.61% shareholding interest in the Company.

THE SUBSCRIPTION — ALWAYS FAST

The Company has entered into a subscription agreement with Always Fast on 5 September 2007 after trading hours, for the issue of 11,223,231 ordinary shares in the Company at the nominal value of HK\$0.10 per share, pursuant to which the Company agreed to issue and allot the Subscription Shares(3), representing approximately 1.76% of the issued share capital of the Company, to Always Fast at the total consideration of HK\$2,570,120 (i.e. HK\$0.229 per share in the Company). The issue price will be paid by way of releasing the Company from all debts and other liabilities due to Always Fast for monies that are owed by the Company to Always Fast amounting to HK\$2,570,120.

Issue Price

The issue price of HK\$0.229 per share represents (i) a discount of approximately 16.73% to the average closing price of HK\$0.275 per Share as quoted on the Stock Exchange for the preceding five days up to and including 5 September 2007, and (ii) a discount of approximately 19.65% to the closing price of HK\$0.285 per Share on the date of the Subscription Agreement(3), being 5 September 2007. The issue price was determined having regard to the closing price on the date of the Subscription Agreement(3). The closing price of HK\$0.285 was used as the reference price upon which the parties agreed the issue price of HK\$0.229.

Rights

The Subscription Shares(3), when issued and fully paid, will rank pari passu in all aspects with the existing Shares in issue, including the right to receive all dividends and distributions which may be declared, made or paid after the date of completion of the subscription.

Number of Subscription Shares

11,223,231 new Shares, representing 1.98% of the Shares in issue as at 5 September 2007, and approximately 1.76% of the issued share capital of the Company as enlarged by the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3). The issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares will be 737,175,491. The issue of 11,223,231 represents 1.52% of the issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares.

LETTER FROM THE BOARD

The issuance of the Subscription Shares(3) does not represent the full and final settlement of the loan amount due to Always Fast. The outstanding amount of the loan, after the issuance of new Shares, will be HK\$959,000. The outstanding amount of the loan will be settled by way of two equal cash installments of HK\$479,500, which will be paid out of the working capital of the Company. The date of the first instalment payment shall be on or before 31 December 2007. Thereafter the remaining instalment payment shall be paid on or before 31 December 2008.

Issue of the new Shares

The issuance of the Subscription Shares(3) is subject to the approval of the Shareholders of the Company under a specific mandate to be obtained at the EGM. No parties will be required to abstain from voting for the Subscription Agreement(3). The issuance of the Subscription Shares(3) will be approved by the Shareholders by way of poll.

The Company has entered into the transaction as a means to capitalizing the loan that Always Fast is owed by the Company, which will incur the benefits to the Company of being able to repay the outstanding loan to Always Fast without drawing on the working capital of the Company. The Directors believe that the terms of the transaction are fair and reasonable and in the interests of the Shareholders as a whole.

Terms of the Loan

As of 5 September 2007 the Company owed a loan amounting to HK\$3,529,120 to Always Fast. The loan has no fixed terms of repayment, and has been outstanding as from 5 September 2007, and is repayable upon demand. The Company received notification on 29 August 2007 that a loan previously owed by the Company to an ex-director of the Company had been assigned on 29 August 2007 by the ex-director to Always Fast for the consideration of HK\$400,000 and is now due and owing to Always Fast. Part of the ex-director's loan was assigned to Always Fast because the ex-director was in need of additional monies for private purposes, and the Company was unable to satisfy any part-payment of the loans for a cash consideration at this point in time, and does not wish to raise other funding requirements. Furthermore United Hill indicated that it was willing to accept the issue of new Shares in repayment of the assigned loans. The assignment of the loan to Always Fast is without recourse. Always Fast has now demanded partial repayment of the loan by way of the issuance of new Shares.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, the ex-director of the Company and Always Fast, are third parties independent of and unconnected with each other.

Condition of the Subscription

The issuance of the Subscription Shares(3) is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Subscription Shares(3). Application will be made to the Stock Exchange for the listing of and permission to deal in the Subscription Shares(3).

LETTER FROM THE BOARD

The issuance of the Subscription Shares(3) is also conditional upon the approval of the Shareholders of the Company under a specific mandate to be passed at the EGM. The proposed resolution for the Shareholders approval is contained within the Notice to the EGM on page 25 of this circular.

Information about the Subscriber

The subscriber is Always Fast. Always Fast is a company incorporated in Samoa and beneficially owned by Color Boom Investments Limited. The principal activities of Always Fast is that Always Fast is an investments holdings company. Always Fast is independent of and unconnected to the Company. The ultimate beneficial owner of Always Fast is also independent and not a connected person as defined under the Listing Rules of the Growth Enterprise Market.

Immediately prior to the Subscription Agreement(3) Always Fast held 0% shareholding interest in the Company, and immediately after the Subscription Agreements Always Fast holds approximately 1.76% shareholding interest in the Company.

SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after the Subscription Agreements is as follows:

Shareholders	Shareholding before the Issue		Shareholding after the Issue	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Substantial Shareholders				
Asian Dynamics ⁽¹⁾	328,139,431	57.85%	328,139,431	50.98%
Aldgate Agents Limited ⁽²⁾	66,120,000	11.66%	66,120,000	10.27%
Public Shareholders				
Concord Square Limited	27,794,569	4.90%	27,794,569	4.32%
Public Shareholders	145,183,105	25.59%	145,183,105	22.56%
United Hill	0	0%	25,014,820	3.91%
Bonus Gain	0	0%	35,860,262	5.61%
Always Fast	0	0%	11,223,231	1.76%
Public Shareholders sub-total	172,977,674	30.49%	245,075,987	38.16%
Total	567,237,105	100%	639,335,418	100%

LETTER FROM THE BOARD

Notes:

1. Asian Dynamics is a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated(21.88%), Denwell Enterprises Limited(23.43%), Glamour House Limited(29.59%), Mr. Chan Chi Ming(14.16%) and Mr. Chau Tak Tin(10.94%). Mr. Chan Chi Ming and Mr. Chau Tak Tin are independent third parties of the Company.
2. Aldgate Agents Limited is a wholly owned subsidiary of Mongolia Energy Corporation Limited, a company listed on the Stock Exchange (stock code 276).

TOTAL SUBSCRIPTION SHARES

The total Subscription Shares to be issued to United Hill, Bonus Gain, and Always Fast totals 72,098,313 ordinary shares with each share having a nominal value of HK\$0.10. The total issued share capital of the Company as at 5 September 2007 is 567,237,105 shares. Therefore the proportion of Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) to the total issued share capital of the Company is 12.71%. The proportion of Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) to the enlarged share capital of the Company, as enlarged by the issue of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) is approximately 11.28%, and the proportion of Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) to the enlarged share capital of the Company, as enlarged by the issue of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares is approximately 9.78%.

THE GRANT OF OPTIONS

THE OPTION AGREEMENTS

Number of Option Shares

On 5 September 2007, the Company entered into agreements with United Hill, Bonus Gain, and Always Fast whereby the Company agreed to grant to United Hill, Bonus Gain, and Always Fast 33,946,039, 48,663,704, and 15,230,330 Options respectively, with the rights to require, at any time during the Option Period, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$0.275 per Option.

Option Period

The Options shall be granted to United Hill, Bonus Gain, and Always Fast after the Shareholders have approved the Options and they are exercisable during the period commencing on the date of the grant of the Options and ending four years after the date of the grant of the Options.

LETTER FROM THE BOARD

Exercise Price

The Exercise Price of an Option is HK\$0.275. The Exercise Price represents (i) a discount of approximately 3.5% to the closing price of HK\$0.285 per share as quoted on the Stock Exchange on 5 September 2007; and (ii) the average closing price per share of HK\$0.275 as quoted on the Stock Exchange for the last five days up to 31 August 2007.

The Exercise price was reached after arm's length negotiations between the Company and United Hill, Bonus Gain, and Always Fast taking into account the market price of the shares for the last five trading days up to 31 August 2007.

Premium

No premium is payable for the grant of the Options. The Option Agreements are offered as an inducement to United Hill, Bonus Gain and Always Fast to enter into the Subscription Agreements, and are part of the loan conversion exercise. No premium is payable because entering into the Subscription Agreements constitutes the consideration or premium for the Options.

Number of Option Shares

The Options, if fully exercised, will result in the issuance and allotment of 97,840,073 Option Shares which represents (i) approximately 17.25% of the existing issued share capital of the Company of 567,237,105 Shares as at the date of this announcement; and (ii) about 14.71% of the issued share capital of the Company of 665,077,178 Shares as enlarged by the issuance of the Option Shares. The issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares will be 737,175,491. The issue of Option Shares represents 13.27% of the issued share capital of the Company as enlarged by the issuance of the Subscription Shares(1), Subscription Shares(2), and Subscription Shares(3) and the Option Shares.

Funds from the Exercise of the Options

Upon the exercise of the Options the Company will receive approximately HK\$26,906,020. These funds will be put towards and used as the general working capital of the Company.

Transfer of Options

No transfer of any Options shall be made to any connected person of the Company.

LETTER FROM THE BOARD

Listing Application

An application will be made to the Stock Exchange for the listing of and permission to deal in the Option Shares.

The option agreements are subject to the approval of the Shareholders of the Company under a specific mandate to be obtained at the EGM. The proposed resolution for the Shareholders' approval is set out in the Notice to the EGM on page 25 of this circular.

Ranking

The Option Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of Option Shares.

Reasons for the Grant

The proposed options will not be issued under the share option scheme of the Company. Rather the Board approved the granting of the proposed options because the Company had agreed on 5 September 2007 with United Hill, Bonus Gain and Always Fast to repay the loans owed to them by the Company by way of the issue of new shares at the price of HK\$0.229, plus the granting of the proposed Options to United Hill, Bonus Gain, and Always Fast. The Subscription Agreements under which new shares will be issued were entered into with the Option Agreements being offered by the Company to its creditors to encourage its creditors to enter into the Subscription Agreements. The Subscription Agreements and Option Agreements are not inter-conditional on each other, and are stand alone agreements. The Subscription Agreements and Option Agreements were reached with the intention of reducing the liabilities of the Company, without drawing on the working capital of the Company, and ultimately improving the net asset value of the Company, which the Directors consider is in the interests of the Shareholders of the Company as a whole. The granting of the proposed Options is one part of the overall agreement to repay the loans owed to United Hill, Bonus Gain and Always Fast. The Directors are of the view that the terms of the proposed Options, which were arrived at after arm's length negotiations between the Company and United Hill, Bonus Gain and Always Fast, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE AFTER THE ISSUANCE OF THE SUBSCRIPTION SHARES AND THE EXERCISE OF THE OPTIONS

The shareholding structure of the Company immediately before and after the issuance of the Subscription Shares(1), Subscription Shares (2), and Subscription Shares (3), and the exercise of the Option Shares is as follows:

Shareholders	Shareholding before the Issue of Subscription Shares and Exercise of Options		Shareholding after the Issue of Subscription Shares and Exercise of Options	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Substantial Shareholders				
Asian Dynamics ⁽¹⁾	328,139,431	57.85%	328,139,431	44.25%
Bonus Gain	0	0%	84,523,966	11.47%
Public Shareholders				
Aldgate Agents Limited ⁽²⁾	66,120,000	11.66%	66,120,000	8.92%
Concord Square Limited	27,794,569	4.90%	27,794,569	3.75%
Public Shareholders	145,183,105	25.59%	145,183,105	19.58%
United Hill	0	0%	58,960,859	8.00%
Always Fast	0	0%	26,453,561	3.59%
Public Shareholders sub-total	172,977,674	30.49%	324,512,094	43.84%
Total	567,237,105	100%	737,175,491	100%

Notes:

1. Asian Dynamics is a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated(21.88%), Denwell Enterprises Limited(23.43%), Glamour House Limited(29.59%), Mr. Chan Chi Ming(14.16%) and Mr. Chau Tak Tin(10.94%). Mr. Chan Chi Ming and Mr. Chau Tak Tin are independent third parties of the Company.
2. Aldgate Agents Limited is a wholly owned subsidiary of Mongolia Energy Corporation Limited, a company listed on the Stock Exchange (stock code 276). Before the issuance of new Shares and exercise of the Options, Aldgate Agents Limited is a substantial Shareholder of the Company. After the issuance of new Shares and exercise of the Options, Aldgate Agents Limited will become a public Shareholder.

OUTSTANDING OPTIONS OR OTHER CONVERTIBLE SECURITIES

As at 5 September 2007 there are no outstanding options or other convertible securities which can be exercised.

LETTER FROM THE BOARD

STATEMENT OF INDEPENDENCE

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, United Hill, Bonus Gain, and Always Fast and the ultimate beneficial owners of United Hill, Bonus Gain and Always Fast are third parties independent of the Company and connected persons of the Company.

Furthermore, United Hill, Bonus Gain and Always Fast and their ultimate beneficial owners are independent and not connected with each other.

FUNDING ACTIVITIES FOR THE PAST 12 MONTHS

On 12 February 2007, the Company entered into a subscription agreement with the controlling shareholder of the Company, Asian Dynamics for the issue of 91,000,000 shares in the Company (the "Issued Shares"), pursuant to which the Company issued and allotted the Issued Shares to Asian Dynamics at the total consideration of HK\$9,100,000.

The proceeds that were raised from the Issued Shares were used to repay a loan that was owed to Asian Dynamics amounting to HK\$9,100,000, which meant that the Company did not have to draw on its working capital to repay the loan owed to Asian Dynamics. All of the proceeds that were raised from the Issued Shares have been utilized by the Company as at the date of this announcement.

Save for the above, there were no funding activities for the past 12 months.

COMPLETION

The expected completion date of the Subscription Agreements and the Option Agreements will be the date upon which the approval of the Shareholders of the Company under a specific mandate is obtained at the EGM, and furthermore as the issue of new Shares and Option Shares is further conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the new Shares and Option Shares, completion is expected to take place on or before 22 October 2007.

The completion of the Option Agreements is not conditional on the completion of the Subscription Agreements.

THE FINANCIAL AND TRADING POSITION OF THE GROUP

There has been no material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the Company have been made up.

EGM

A notice convening the EGM to be held on Thursday, 4 October 2007 at 2:30 p.m. at Suite 1101, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Hong Kong is set out on pages 25 to 27 of this circular.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A form of proxy for use at the EGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM.

Whether or not you are able to attend the EGM in person, please complete, sign and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you wish.

PROCEDURE BY WHICH A POLL MAY BE DEMANDED

Article 66 of the Articles of Association of Company sets out the procedure by which shareholders may demand a poll:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorized), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorized representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show a hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a Member.”

(“Member” in accordance with the Articles of Association of the Company means “a duly registered holder from time to time of the shares in the capital of the Company.”)

GENERAL

The major business operation of the Group is logistics services and information technology, which will remain unchanged after the Issue of New Shares and Grant of Options.

RECOMMENDATIONS

The Independent Board Committee, considers that the terms of the Subscription Agreements and the Option Agreements on the whole are fair and reasonable so far as the Shareholders are concerned and the Issue of New Shares and Grant of Options is in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Issue of New Shares and Grant of Options. The text of the letter from the Independent Board Committee is set out on page 19 of this circular.

The Board believes that the terms of the Subscription Agreements and the Option Agreements on the whole are fair and reasonable and the Issue of New Shares and Grant of Options is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Issue of New Shares and Grant of Options.

FURTHER INFORMATION

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Your attention is drawn to the information set out in the appendix to this circular.

Yours faithfully,
On behalf of the Board
Asian Capital Resources (Holdings) Limited
Xie Xuan
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

14 September 2007

Dear Shareholders,

PROPOSED ISSUE OF NEW SHARES AND GRANT OF OPTIONS

We refer to the circular issued by the Company on 18 September 2007, of which this letter forms a part. Terms defined in this circular shall have the same meanings when used herein.

We have been appointed by the Board as the Independent Board Committee, established to consider the Issue of New Shares and Grant of Options and to advise you as to whether the terms of the Subscription Agreements and Option Agreements are fair and reasonable and whether the Issue of New Shares and Grant of Options are in the interests of the Company and the Shareholders as a whole.

Your attention is also drawn to the letter from the Board and the additional information set out in this circular.

The Independent Board Committee considers that the terms of the Subscription Agreements and Option Agreements on the whole are fair and reasonable so far as the Shareholders are concerned and the Issue of the New Shares and Grant of Options is in the interests of the Company and the Shareholders as a whole. The Independent Board Committee recommends you to vote in favour of the resolutions to approve the Issue of New Shares and Grant of Options. You are therefore strongly urged to complete your proxy form and vote in favour of the Issue of New Shares and Grant of Options.

Yours faithfully,

Mr. Wu Jixue, Mr. Yang Zhenhong Mr. Zhang Daorong

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(i) Interests of Directors

As at the Latest Practicable Date, the Directors and the chief executive of the Company and their respective associates had the following interests and short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein or were required, pursuant to Part VX of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

Long Positions in Shares

No long positions of Directors and the Chief Executive of the Company in the shares of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules.

Long Positions in underlying Shares

No long positions of Directors and the Chief Executive of the Company in the underlying shares of equity derivatives of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules.

Long Positions in debentures

No long positions of Directors and the Chief Executive of the Company in the debentures of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules.

Short Positions in Shares

No short positions of Directors and the Chief Executive of the Company in the Shares of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules.

Short Positions in underlying Shares

No short positions of Directors and the Chief Executive of the Company in the underlying shares of equity derivatives of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives or their associates of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under section 352 of the SFO; or (iii) have to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

(ii) Persons who have an interest or a short position which is discloseable under divisions 2 and 3 of Part XV of the SFO and substantial shareholding

As at the Latest Practicable Date, so far is known to the Directors and the chief executives of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

(a) Long Positions in Shares

Name	Capacity	Nature of interest	Number of shares	Shareholdings
Asian Dynamics	Beneficial owner	Corporate	328,139,431	57.85%
Aldgate Agents Limited	Beneficial owner	Corporate	66,120,000	11.66%
Mongolia Energy Corporation Limited	Interest of a controlled corporation	Corporate	66,120,000	11.66%

Notes:

Asian Dynamics is a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated, Denwell Enterprises Limited, Glamour House Limited, Mr. Chan Chi Ming and Mr. Chau Tak Tin.

Aldgate Agents Limited is a wholly-owned subsidiary of Mongolia Energy Corporation Limited, previously known as New World CyberBase Limited, a company listed on the Stock Exchange (stock code 276). Their interests in the shares of the Company duplicate with each other.

(b) Long Positions in underlying Shares of equity derivatives of the Company

No long positions of other persons and substantial shareholders in the underlying Shares of equity derivatives of the Company were recorded in the register.

(c) Short Positions in Shares and underlying Shares of equity derivatives of the Company

No short positions of substantial shareholders in the Shares or underlying Shares of equity derivatives of the Company were recorded in the register.

Save as disclosed above, the Directors and the chief executives of the Company were not aware that there was any person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, or had any options in respect of such capital.

3. COMPETING INTERESTS

None of the Directors or management shareholders of the Company or their respective associates had an interest in a business which competes or may compete with the business of the Group.

4. INTEREST IN ASSETS

None of the Directors have a material interest, whether direct or indirect, in any assets which have been, since 31 December 2006 (being the date to which the latest published audited accounts of the Company were made up) acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

5. DIRECTORS' INTEREST IN CONTRACTS

No Directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries or fellow subsidiaries was a party as at the Latest Practicable Date.

6. SERVICES CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service contracts with any member of the Group which were not expiring or determinable by the employer within one year without payment of compensation, other than the statutory compensation.

7. MISCELLANEOUS

- (i) The English language text of this document shall prevail over the Chinese language text.
- (ii) The Secretary of the Company is Andrew James Chandler. Mr. Chandler is admitted as a barrister of the High Court of Hong Kong Special Administrative Region in 1998, and a barrister and solicitor of the High Court of New Zealand in 1996. Mr. Chandler has over 8 years' experience in the legal field.
- (iii) The qualified accountant of the Company is Mr. Peng Zhi Heng. Mr. Peng is both a member of The Hong Kong Institute of Certified Public Accountants and The Australian Society of Certified Practising Accountants. Prior to joining the Company, Mr. Peng has over 10 years experience in the accounting field.
- (iv) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

- (v) The principal place of business in Hong Kong is at Suite 1101, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Hong Kong.
- (vi) The Company's branch share registrar and transfer office in Hong Kong is Hong Kong Registrars Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the principal place of business of the Company from the date of this circular up to and including 4 October 2007:

- (i) the Subscription Agreements;
- (ii) the Option Agreements; and
- (iii) the memorandum and articles of association of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Asian Capital Resources (Holdings) Limited (“the Company”) will be held at Suite 1101, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Hong Kong on Thursday, 4 October 2007 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. **“THAT** the Company approve and ratify a subscription agreement entered into between the Company and United Hill Investments Limited on 5 September 2007 whereby it was agreed that the Company would issue 25,014,820 ordinary shares in the Company at the nominal value of HK\$0.10 per share, representing approximately 3.91% of the issued share capital of the Company, to United Hill Investments Limited, at the total consideration of HK\$5,728,394 (i.e. HK\$0.229 per share in the Company).”; and
2. **“THAT** the Company allot and issue to United Hill Investments Limited 25,014,820 ordinary shares in the Company certified as fully paid and **THAT** the directors of the Company be and hereby are authorized to do all such acts, deeds, and things as they may, in their absolute discretion, deem fit to effect and implement the issue of the 25,014,820 new shares in the Company to United Hill Investments Limited.”; and
3. **“THAT** the Company approve and ratify a subscription agreement entered into between the Company and Bonus Gain Limited on 5 September 2007 whereby it was agreed that the Company would issue 35,860,262 ordinary shares in the Company at the nominal value of HK\$0.10 per share, representing approximately 5.61% of the issued share capital of the Company, to Bonus Gain Limited, at the total consideration of HK\$8,212,000 (i.e. HK\$0.229 per share in the Company).”; and
4. **“THAT** the Company allot and issue to Bonus Gain Limited 35,860,262 ordinary shares in the Company certified as fully paid and **THAT** the directors of the Company be and hereby are authorized to do all such acts, deeds, and things as they may, in their absolute discretion, deem fit to effect and implement the issue of the 35,860,262 new shares in the Company to Bonus Gain Limited.”; and
5. **“THAT** the Company approve and ratify a subscription agreement entered into between the Company and Always Fast International Limited on 5 September 2007 whereby it was agreed that the Company would issue 11,223,231 ordinary shares in the Company at the nominal value of HK\$0.10 per share, representing approximately 1.76% of the issued share capital of the Company, to Always Fast International Limited, at the total consideration of HK\$2,570,120 (i.e. HK\$0.229 per share in the Company).”; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

6. “**THAT** the Company allot and issue to Always Fast International Limited 11,223,231 ordinary shares in the Company certified as fully paid and **THAT** the directors of the Company be and hereby are authorized to do all such acts, deeds, and things as they may, in their absolute discretion, deem fit to effect and implement the issue of the 11,223,231 new shares in the Company to Always Fast International Limited.”; and
7. “**THAT** the Company approve and ratify an option agreement entered into between the Company and United Hill Investments Limited on 5 September 2007 whereby it was agreed that the Company would grant to United Hill Investments Limited 33,946,039 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”; and
8. “**THAT** the Company grant to United Hill Investments Limited 33,946,039 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”; and
9. “**THAT** the Company approve and ratify an option agreement entered into between the Company and Bonus Gain Limited on 5 September 2007 whereby it was agreed that the Company would grant to Bonus Gain Limited 48,663,704 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”; and
10. “**THAT** the Company grant to Bonus Gain Limited 48,663,704 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”; and
11. “**THAT** the Company approve and ratify an option agreement entered into between the Company and Always Fast International Limited on 5 September 2007 whereby it was agreed that the Company would grant to Always Fast International Limited 15,230,330 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”; and
12. “**THAT** the Company grant to Always Fast International Limited 15,230,330 Options, with the right to require, at any time during the Option Period, the Company to issue and allot one Option Share upon exercise of each Option at the Exercise Price of HK\$0.275 per Option.”.

By Order of the Board
Asian Capital Resources (Holdings) Limited
Andrew James Chandler
Company Secretary

Hong Kong, 18 September 2007

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business:

Suite 1101, 11/F
Wing On Plaza
62 Mody Road
Tsim Sha Tsui East
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more than one proxy to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. A shareholder of the Company who has appointed more than one proxy shall only vote on a poll.
3. A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be made under its common seal or, under the hand of an officer or attorney duly authorized on its behalf.
4. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share alone be entitled to vote in respect thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.